

ALAN R. SMITH, ESQ.  
Nevada Bar No. 1449  
KEVIN A. DARBY, ESQ.  
Nevada Bar No. 7670  
Law Offices of Alan R. Smith  
505 Ridge Street  
Reno, Nevada 89501  
Telephone (775) 786-4579  
Facsimile (775) 786-3066  
Email: mail@asmithlaw.com

Attorney for Lenders Protection Group

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA

—ooOoo—

In Re:  
USA COMMERCIAL MORTGAGE  
COMPANY,  
Debtor.

Case Nos.:  
BK-S-06-10725-LBR  
BK-S-06-10726-LBR  
BK-S-06-10727-LBR  
BK-S-06-10728-LBR  
BK-S-06-10729-LBR

In Re:  
USA CAPITAL REALTY ADVISORS,  
LLC,  
Debtor.

JOINTLY ADMINISTERED  
Chapter 11

In Re:  
USA CAPITAL DIVERSIFIED TRUST  
DEED FUND, LLC,  
Debtor.

Hearing Date: March 1, 2007  
Hearing Time: 9:30 a.m.

In re:  
USA CAPITAL FIRST TRUST DEED  
FUND, LLC,  
Debtor.

DECLARATION OF **ROBERT**  
**ULM** IN SUPPORT OF  
MOTION  
FOR LIMITED STAY PENDING  
APPEAL

In re:  
USA SECURITIES, LLC,  
Debtor.

Affects:

- ☐ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA Capital First Trust Deed Fund, LLC
- ☐ USA Securities, LLC

I, Robert W. Wilm, being first duly sworn, do depose and say under the penalty of perjury:

1. I am a creditor in the USA Commercial Mortgage Company ("USACM") bankruptcy case (BK-S-06-10725-LBR) with claims classified as A-4 (General Unsecured Claims) and A-5 (Direct Lender Compromise Claims) classified in Debtors' Third Amended Joint Chapter 11 Plan of Reorganization filed herein on November 15, 2006.

2. I have knowledge of and am competent to testify to the matters stated herein.

3. Attached hereto as Exhibit A are true and correct copies of the loan summary statement which I received from the Debtor.

4. As detailed in Exhibit A, the Debtors have taken and are holding my property, namely portions of post-petition payments made by third-party borrowers to me as a lender, which payments are processed by Debtor USACM, as a loan servicer.

I hereby swear under penalty of perjury that the assertions of this Declaration are true.

DATED: February 28, 2007.

Paisco Trust Company Inc.: FBO Robert W. Wilm  
Legal Vesting Name IRA

By: \_\_\_\_\_  
Name

\_\_\_\_\_

**USA Commercial Mortgage Company**  
as Loan Servicing Agent for Loans Listed Below

Check Statement for July 1, 2006 through August 31, 2006

Account ID: 3164

Pensco Trust Company Custodian For Robert William Ulm IRA

414 MORNING GLORY RD  
SAINT MARYS, GA 31558-4139

# IRA

Loan Name	Principal Received in Current Period	Prior Period Principal Due to (from) Investor	Net Interest Received in Current Period	Prior Period Interest Due to (from) Investor	Total Due to (from) Investor
BarUSA/\$15,300,000	\$0.00	\$0.00	\$0.00	(69.19) (\$1,271.74) ✓	(\$1,271.74)
Bundy Canyon \$5,725,000 <i>looks OK</i>	\$0.00	\$0.00	\$388.20	(89.80) \$2,040.42 ✓	\$2,428.62
Cabernet <i>discrepancy hole for adjustment.</i>	\$0.00	\$0.00	\$239.12	(5.81) \$801.51 ✓	\$1,040.83
Eagle Meadows Development	\$0.00	\$0.00	\$0.03	+15.17 \$527.33 ✓	\$527.35
Fiesta Oak Valley	\$0.00	\$0.00	\$0.00	(6.01) (\$8,215.28) ✓	(\$8,215.28)
Gilroy	\$0.00	\$3,887.22	\$0.00	+63.54 \$2,231.28 ✓	\$5,898.51
HFA- Clear Lake	\$0.00	\$0.00	\$0.00	- (\$8,120.00) ✓	(\$8,120.00)
HFA- North Yonkers	\$0.00	\$7,334.43	\$0.00	(7.14) \$2,458.85 ✓	\$9,793.38
I-40 Gateway west <i>short paid 309.95</i>	\$16,828.77	\$0.00	\$475.00	(28.96) \$1,831.88 ✓	\$19,135.46
Meadow Creek Partners, LLC	\$0.00	\$0.00	\$0.00	(34.77) \$1,535.92 ✓	\$1,535.92
Mountain House Business Park	\$0.00	\$0.00	\$40.71	+8.61 \$3,058.41 ++	\$3,099.12
Placer Vineyards	\$0.00	\$0.00	\$0.00	(34.50) \$1,959.32 ✓	(\$1,959.32)
The Gardens, LLC \$2,425,000 <i>OK</i>	\$0.00	\$831.74	\$121.93	+79.34 \$1,919.64 ✓	\$2,873.31
	\$16,828.77	\$11,833.39 ✓	\$1,264.98	(\$3,161.19)	\$26,765.95

## Court Required Holdbacks:

2% Service Fees

Appraisal Costs

Collection Costs

Prepetition Receipts

\* 3895.27 ← (\$3,664.81)  
 (\$211.11)  
 (\$19.15)  
 (\$250.70) ←

? Cabernet?

Cabernet

Net Check Amount:

\$22,820.10

*Jim*

*Logged*

The current period is the period covered by the statement.

The prior period reflects the amounts netted or held back post-petition.

This statement is provided for information purposes only and is intended for the sole benefit of the named vested party.

This statement is not intended to represent a loan payoff quote.

USACM reserves the right to update and supplement this statement.

THIS STATEMENT REFLECTS THE STATUS THROUGH AUGUST 31, 2006

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**USA Commercial Mortgage Company**  
as Loan Servicing Agent for Loans Listed Below

**Check Statement for December 1, 2006 through December 31, 2006**

**Account ID: 3164**

Pensco Trust Company Custodian For Robert William Ulm IRA

414 Morning Glory Rd  
Saint Marys, Ga 31558-4139

Loan Name	Principal Received in Current Period	Prior Period Principal Due to (from) Investor	Net Interest Received In Current Period	Prior Period Interest Due to (from) Investor	Total Due to (from) Investor	
✓ BarUSA/\$15,300,000	50	\$0.00	\$0.00	\$518.06	\$3,254.04	\$3,772.10
✓ Bundy Canyon \$5,725,000	50	\$0.00	\$0.00	\$0.00	\$1,584.50	\$1,584.50
✓ Cabernet	14.2	\$0.00	\$0.00	\$224.36	\$1,175.05	\$1,399.41
Eagle Meadows Development	50	\$0.00	\$0.00	\$0.00	\$344.08	\$344.08
✓ Fiesta Oak Valley	50	\$0.00	\$0.00	\$0.00	(\$8,215.28)	(\$8,215.28)
Gilroy	—	\$0.00	\$0.00	\$0.00	\$1,455.76	\$1,455.76
✓ HFA- Clear Lake	60	\$0.00	\$0.00	\$0.00	(\$8,120.00)	(\$8,120.00)
HFA- North Yonkers		\$0.00	\$0.00	\$0.00	\$1,804.28	\$1,804.28
✓ I-40 Gateway west	28.3	\$0.00	\$0.00	\$259.13	\$2,217.92	\$2,477.05
Meadow Creek Partners, LLC	—	\$0.00	\$0.00	\$0.00	\$3,305.08	\$3,305.08
✓ Mountain House Business Park	75	\$0.00	\$0.00	\$0.00	\$2,021.95	\$2,021.95
✓ Placer Vineyards	50	\$0.00	\$0.00	\$0.00	(\$1,959.32)	(\$1,959.32)
✓ The Gardens, LLC \$2,425,000	43.6	\$0.00	\$0.00	\$0.00	\$1,331.97	\$1,331.97
		\$0.00	\$0.00	\$1,001.54	\$0.00	\$1,001.54
	476.1					

**Court Required Holdbacks:**

2% Service Fees	(\$573.39)
Collection Costs	(\$3.66)
Prepetition Receipts	(\$224.36)
<b>Net Check Amount</b>	<b>\$200.14</b>

$= 6880.68 / 4\% = 344034 \text{ portfolio}$   
prepetition receipts = Gardens?  
Cabernet?

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USACM reserves the right to update and supplement this statement.

THIS STATEMENT REFLECTS THE STATUS THROUGH DECEMBER 31, 2006

**USA Commercial Mortgage Company**  
as Loan Servicing Agent for Loans Listed Below

**Check Statement for November 1, 2006 through November 30, 2006**

**Account ID: 3164**

Pensco Trust Company Custodian For Robert William Ulm IRA

414 MORNING GLORY RD  
SAINT MARYS, GA 31558-4139

Loan Name	Principal Received in Current Period	Prior Period Principal Due to (from) Investor	Net Interest Received in Current Period	Prior Period Interest Due to (from) Investor	Total Due to (from) Investor
BarUSA/\$15,300,000	\$0.00	\$0.00	\$500.00	\$3,424.97	\$3,924.97
Bundy Canyon \$5,725,000	\$0.00	\$0.00	\$0.00	\$1,911.19	\$1,911.19
Cabernet	\$0.00	\$0.00	\$225.63	\$1,191.70	\$1,417.32
Eagle Meadows Development	\$0.00	\$0.00	\$0.00	\$415.00	\$415.00
Fiesta Oak Valley	\$0.00	\$0.00	\$0.00	(\$8,215.28)	(\$8,215.28)
Gilroy	\$0.00	\$0.00	\$0.00	\$1,755.91	\$1,755.91
HFA- Clear Lake	\$0.00	\$0.00	\$0.00	(\$8,120.00)	(\$8,120.00)
HFA- North Yonkers	\$0.00	\$0.00	\$0.00	\$1,935.06	\$1,935.06
I-40 Gateway west	\$0.00	\$0.00	\$268.55	\$2,406.67	\$2,675.22
Meadow Creek Partners, LLC	\$50,000.00	\$0.00	\$2,777.85	\$1,208.68	\$53,986.53
Mountain House Business Park	\$0.00	\$0.00	\$0.00	\$2,438.83	\$2,438.83
Placer Vineyards	\$0.00	\$0.00	\$0.00	(\$1,959.32)	(\$1,959.32)
The Gardens, LLC \$2,425,000	\$0.00	\$0.00	\$0.00	\$1,606.60	\$1,606.60
	\$50,000.00	\$0.00	\$3,772.02	\$0.00	\$53,772.02

**Court Required Holdbacks:**

2% Service Fees (\$597.68)  
Net Check Amount \$53,174.34

*logged*

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THIS STATEMENT REFLECTS THE STATUS THROUGH NOVEMBER 30, 2006